

Xenia Hotels & Resorts, Inc.
Form 4
April 25, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHAH ATISH

(Last) (First) (Middle)

C/O XENIA HOTELS & RESORTS, INC., 200 S. ORANGE AVENUE, SUITE 1200

(Street)

ORLANDO, FL 32801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Xenia Hotels & Resorts, Inc. [XHR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 04/25/2016 | | A | | 26,738 (1) | A | \$ 0 |
| | | | | | 26,738 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|--------------------------------------|
| LTIP Units ⁽²⁾ ₍₃₎ | ⁽²⁾ ₍₃₎ | 04/25/2016 | | A | 12,945 | ⁽²⁾ ₍₃₎ ⁽²⁾ ₍₃₎ | Common Stock | 12,945 ⁽²⁾ ₍₃₎ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| SHAH ATISH C/O XENIA HOTELS & RESORTS, INC. 200 S. ORANGE AVENUE, SUITE 1200 ORLANDO, FL 32801 | | | | See remarks |

Signatures

/s/ Marcel Verbaas as Attorney-in-Fact 04/25/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects an award of Restricted Stock Units ("RSUs") in the Issuer pursuant to the Xenia Hotels & Resorts, Inc., XHR Holding, Inc. and XHR LP 2015 Incentive Award Plan. The RSUs will vest in substantially equal installments on each of February 4, 2017 and February 4, 2018, subject to accelerated vesting upon certain terminations of the Reporting Person's employment or a change of control of the Issuer, in each case as described in the award agreement governing the RSU award. The RSUs will be settled in shares of the Issuer's common stock within 20 days after the applicable vesting date.
- (2) LTIP Units are a class of limited partnership units in XHR LP (the "Operating Partnership"), of which the Issuer's wholly-owned subsidiary is the general partner. Initially, the LTIP Units do not have full parity with common limited partnership units of the Operating Partnership ("Common Units") with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's partnership agreement, the LTIP Units can over time achieve full parity with the Common Units for all purposes. If such parity is reached, vested LTIP Units may be converted into an equal number of Common Units on a one for one basis at any time at the request of the Reporting Person or the general partner of the Operating Partnership.
- (3) (continued from Footnote 2): Common Units are redeemable for cash based on the fair market value of an equivalent number of shares of the Issuer's common stock, or, at the election of the Issuer, an equal number of shares of the Issuer's common stock, each subject to adjustment in the event of stock splits, specified extraordinary distributions or similar events. The LTIP Units issued pursuant to the Xenia Hotels & Resorts, Inc., XHR Holding, Inc. and XHR LP 2015 Incentive Award Plan vest 33% on February 4, 2017, 33% on February 4, 2018 and 34% on February 4, 2019, subject to earlier vesting upon certain terminations of the Reporting Person's employment or a change of control of the Issuer, in each case as described in the award agreement governing the LTIP Unit award.

Remarks:

Executive Vice President, Chief Financial Officer and Treasurer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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